

## **EXHIBIT B**

**CUSTOMER CLAIM**

Date Received \_\_\_\_\_

**BERNARD L. MADOFF INVESTMENT SECURITIES LLC**

In Liquidation

**DECEMBER 11, 2008**

Irving H. Picard, Esq.  
Trustee for Bernard L. Madoff Investment Securities LLC  
Claims Processing Center  
2100 McKinney Ave., Suite 800  
Dallas, TX 75201

Provide your office and home telephone no:

OFFICE: 203 661 0001 X127

HOME: 203 661 2385

Taxpayer I.D. Number (Social Security No.)



Account Number: 1B0141

KATHARINE BROWN TRUST

STACY MATHIAS ~~AND~~ *Michael Mathias*  
~~MICHAEL MATHIAS~~ TRUSTEE *Trustees*

1722 COCONUT DRIVE  
FORT PIERCE, FL 34949

(If incorrect, please change)

**NOTE: BEFORE COMPLETING THIS CLAIM FORM, BE SURE TO READ CAREFULLY THE ACCOMPANYING INSTRUCTION SHEET. A SEPARATE CLAIM FORM SHOULD BE FILED FOR EACH ACCOUNT AND, TO RECEIVE THE FULL PROTECTION AFFORDED UNDER SIPA, ALL CUSTOMER CLAIMS MUST BE RECEIVED BY THE TRUSTEE ON OR BEFORE March 4, 2009. CLAIMS RECEIVED AFTER THAT DATE, BUT ON OR BEFORE July 2, 2009, WILL BE SUBJECT TO DELAYED PROCESSING AND TO BEING SATISFIED ON TERMS LESS FAVORABLE TO THE CLAIMANT. PLEASE SEND YOUR CLAIM FORM BY CERTIFIED MAIL - RETURN RECEIPT REQUESTED.**

\*\*\*\*\*

1. Claim for money balances as of **December 11, 2008**:

- a. The Broker owes me a Credit (Cr.) Balance of \$ \_\_\_\_\_
- b. I owe the Broker a Debit (Dr.) Balance of \$ \_\_\_\_\_

c. If you wish to repay the Debit Balance,  
please insert the amount you wish to repay and  
attach a check payable to "Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC."  
If you wish to make a payment, **it must be enclosed**  
with this claim form. \$ \_\_\_\_\_

d. If balance is zero, insert "None." \_\_\_\_\_

2. Claim for securities as of **December 11, 2008**:

**PLEASE DO NOT CLAIM ANY SECURITIES YOU HAVE IN YOUR POSSESSION.**

		YES	NO
a.	The Broker owes me securities	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b.	I owe the Broker securities	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c.	If yes to either, please list below:		
		<u>Number of Shares or Face Amount of Bonds</u>	
Date of Transaction (trade date)	Name of Security	The Broker Owes Me (Long)	I Owe the Broker (Short)
_____	<u>see statement 11/30/08</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Proper documentation can speed the review, allowance and satisfaction of your claim and shorten the time required to deliver your securities and cash to you. Please enclose, if possible, copies of your last account statement and purchase or sale confirmations and checks which relate to the securities or cash you claim, and any other documentation, such as correspondence, which you believe will be of assistance in processing your claim. In particular, you should provide all documentation (such as cancelled checks, receipts from the Debtor, proof of wire transfers, etc.) of your deposits of cash or securities with the Debtor from as far back as you have documentation. You should also provide all documentation or

**information regarding any withdrawals you have ever made or payments received from the Debtor.**

Please explain any differences between the securities or cash claimed and the cash balance and securities positions on your last account statement. If, at any time, you complained in writing about the handling of your account to any person or entity or regulatory authority, and the complaint relates to the cash and/or securities that you are now seeking, please be sure to provide with your claim copies of the complaint and all related correspondence, as well as copies of any replies that you received.

**PLEASE CHECK THE APPROPRIATE ANSWER FOR ITEMS 3 THROUGH 9.**

**NOTE: IF "YES" IS MARKED ON ANY ITEM, PROVIDE A DETAILED EXPLANATION ON A SIGNED ATTACHMENT. IF SUFFICIENT DETAILS ARE NOT PROVIDED, THIS CLAIM FORM WILL BE RETURNED FOR YOUR COMPLETION.**

	<u>YES</u>	<u>NO</u>
3. Has there been any change in your account since December 11, 2008? If so, please explain.	<u>                  </u>	X
4. Are you or were you a director, officer, partner, shareholder, lender to or capital contributor of the broker?	<u>                  </u>	X
5. Are or were you a person who, directly or indirectly and through agreement or otherwise, exercised or had the power to exercise a controlling influence over the management or policies of the broker?	<u>                  </u>	X
6. Are you related to, or do you have any business venture with, any of the persons specified in "4" above, or any employee or other person associated in any way with the broker? If so, give name(s)	<u>                  </u>	X
7. Is this claim being filed by or on behalf of a broker or dealer or a bank? If so, provide documentation with respect to each public customer on whose behalf you are claiming.	<u>                  </u>	X
8. Have you ever given any discretionary authority to any person to execute securities transactions with or through the broker on your behalf? Give names, addresses and phone numbers.	<u>                  </u>	X

9. Have you or any member of your family ever filed a claim under the Securities Investor Protection Act of 1970? If so, give name of that broker. \_\_\_\_\_ X

Please list the full name and address of anyone assisting you in the preparation of this claim form: Davalas Brown

11 Meadowcroft Lane Greenwich CT 06830

If you cannot compute the amount of your claim, you may file an estimated claim. In that case, please indicate your claim is an estimated claim.

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT MORE THAN FIVE YEARS OR BOTH.**

**THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF.**

Date 7/23

Signature Haye Mathias Trustee

Date 7/23

Signature Philip Mathias Sontee

(If ownership of the account is shared, all must sign above. Give each owner's name, address, phone number, and extent of ownership on a signed separate sheet. If other than a personal account, e.g., corporate, trustee, custodian, etc., also state your capacity and authority. Please supply the trust agreement or other proof of authority.)

**This customer claim form must be completed and mailed promptly, together with supporting documentation, etc. to:**

Irving H. Picard, Esq.,  
Trustee for Bernard L. Madoff Investment Securities LLC  
Claims Processing Center  
2100 McKinney Ave., Suite 800  
Dallas, TX 75201

## Customer Claim Pg 6 of 33

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 4468 6222

PAGE  
1

PERIOD ENDING  
11/30/08

YOUR TAX PAYER IDENTIFICATION NUMBER  
\*\*\*\*\*#3713

YOUR ACCOUNT NUMBER  
1-B0141-3-0

885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 384-1343  
 Fax (212) 838-4061

BERNARD L. MADOFF  
 INVESTMENT SECURITIES LLC  
 MADE  
 New York  London

KATHARINE BROWN TRUST  
 STACY MATTHIAS AND  
 MICHAEL MATTHIAS TRUSTEES  
 1722 COCONUT DRIVE  
 FORT PIERCE FL 34949

DATE	BOUGHT RECEIVED ON LONG.	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				BALANCE FORWARD		18,719.49	
11/12		182		2098 WAL-MART STORES INC	55-830	10,168.06	
11/12		119		2600 INTERNATIONAL BUSINESS MACHS	87-270	10,389.13	
11/12		441		6424 EXXON MOBIL CORP	72-880	32,157.08	
11/12		483		6926 INTEL CORP	14-510	7,027.33	
11/12		231		11252 JOHNSON E. JOHNSON	59-580	13,771.98	
11/12		315		15578 J-P. MORGAN CHASE & CO	38-530	12,148.95	
11/12		168		19903 COCA COLA CO	44-660	7,508.88	
11/12		98		24229 McDONALDS CORP	55-370	5,429.26	
11/12		182		28555 MERCK & CO	28-550	5,203.10	
11/12		665		32881 MICROSOFT CORP	21-810	14,529.65	
11/12		336		37207 ORACLE CORPORATION	17-300	5,825.80	
11/12		133		50185 PEPSICO INC	56-410	7,507.53	
11/12		77		50687 APPLE INC	100-780	7,763.06	
11/12		567		54511 PFIZER INC	16-940	9,626.98	
11/12		133		55013 ABBOTT LABORATORIES	54-610	7,268.13	
11/12		252		58831 PROCTER & GAMBLE CO	64-080	16,158.16	
11/12		91		59339 AMGEN INC	59-160	5,386.56	
11/12		175		63163 PHILLIP MORRIS INTERNATIONAL	43-600	7,637.00	
11/12		420		63665 BANK OF AMERICA	21-590	9,083.80	
11/12		140		67489 QUALCOMM INC	33-770	4,732.80	
11/12		455		67951 Citi GROUP INC	12-510	5,199.40	
11/12		105		71815 SCHLUMBERGER LTD	49-480	4,117.52	
11/12		252		72317 COMCAST CORP CL A	16-510		

CONTINUED ON PAGE 2

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 MADF

885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 334-1343  
 Fax (212) 838-4061

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 12 Berkeley Street  
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 Tel 020 7438 6222

**KATHARINE BROWN TRUST**  
 STACY MATTHIAS AND  
 MICHAEL MATTHIAS TRUSTEES  
 1722 COCONUT DRIVE FL 34949

PERIOD ENDING **11/30/08**  
 PAGE **2**  
 YOUR TAX PAYER IDENTIFICATION NUMBER  
**1-B0141-3-0**  
 YOUR ACCOUNT NUMBER  
**\*\*\*-\*\*\*-3713**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TBN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12	497		76141	AT&T INC	27	13,438.00	
11/12	126		76643	CONOCOPHILIPS	52.510	6,621.26	
11/12	84		80467	UNITED PARCEL SVC INC CLASS B	52.040	4,374.36	
11/12	511		80969	CISCO SYSTEMS INC	16.730	8,569.03	
11/12	147		84793	U.S. Bancorp	29.530	4,345.91	
11/12	175		85295	CHEVRON CORP	73.430	12,857.25	
11/12	84		89119	UNITED TECHNOLOGIES CORP	53.160	4,468.44	
11/12	889		89621	GENERAL ELECTRIC CO	19.630	17,486.07	
11/12	238		93445	VERIZON COMMUNICATIONS	30.410	7,5246.58	
11/12	21		93947	GOOGLE	337.400	7,085.40	
11/12	294		97771	WELLS FARGO & CO NEW	29.800	8,772.20	
11/12	210		98273	HEWLETT PACKARD CO	34.900	7,337.00	
11/12	275,000		20384	U.S. TREASURY BILL DUE 2/12/2009	99.936		274,824.00
11/12				2/12/2009	DIV		70.93
11/12				FIDELITY SPARTAN U.S. TREASURY MONEY MARKET			
11/12				DIV 11/12/08			
11/12	58,887	15482		FIDELITY SPARTAN	1	58,887.00	
11/12				U.S. TREASURY MONEY MARKET			
11/12	15,363	24851		FIDELITY SPARTAN	1	15,363.00	
11/19				U.S. TREASURY MONEY MARKET	DIV		1.89
				FIDELITY SPARTAN			
				U.S. TREASURY MONEY MARKET			
				DIV 11/19/08			
				CONTINUED ON PAGE	3		

885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 354-1343  
 Fax (212) 858-4061

**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
 MADF

KATHARINE BROWN TRUST  
 STACY MATTHIAS AND  
 MICHAEL MATTHIAS TRUSTEES  
 1722 COCONUT DRIVE  
 FORT PIERCE FL 34949

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1 8DT  
 Tel 020 7438 6222

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PERIOD ENDING  
 11/30/08

YOUR ACCOUNT NUMBER  
 1-B0141-3-0  
 YOUR TAX PAYER IDENTIFICATION NUMBER  
 \*\*\*\*\*3713

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TAN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/19		15,363	50090	FIDELITY SPARTAN U.S. TREASURY MONEY MARKET U.S. TREASURY BILL DUE 03/26/2009	1 99.926		15,363.00
11/19	25,000		54737	3/26/2009		24,981.50	
11/19		11,356	59131	FIDELITY SPARTAN U.S. TREASURY MONEY MARKET NEW BALANCE	1 11,356.00		
				SECURITY POSITIONS	MKT PRICE		
			497	AT&T INC	28.560		
			133	ABBOTT LABORATORIES	52.390		
			91	AMGEN INC	55.540		
			77	APPLE INC	92.670		
			420	BANK OF AMERICA	16.250		
			175	CHEVRON CORP	79.010		
			511	CISCO SYSTEMS INC	16.540		
			455	CITI GROUP INC	8.290		
			168	COCA COLA CO	46.870		
			252	COMCAST CORP	17.340		
			126	CL AL		52.520	
			441	CONOCOPHILIPS		80.150	
			889	EXXON MOBIL CORP		17.170	
				GENERAL ELECTRIC CO			
				CONTINUED ON PAGE			4



Affiliated with  
Merrill Lynch International Limited  
12 Berkeley Street  
Mayfair, London W1 8DT  
Tel 020 7498 6222

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New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 858-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York □ London

KATHARINE BROWN, TRUST  
STACY MATTHIAS, AND  
MICHAEL MATTHIAS, TRUSTEES  
1722 COCONUT DRIVE  
FORT PIERCE FL 34949

YOUR ACCOUNT NUMBER

PAGE

11/30/08

PERIOD ENDING

5

PAGE

YOUR TAX PAYER IDENTIFICATION NUMBER

111-111-1111

DATE	BOUGHT RECEIVED ON LONG	SELL DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				VERIZON COMMUNICATIONS WAL-MART STORES INC WELLS FARGO & CO NEW	32.650 55.880 28.890		
				MARKET VALUE OF SECURITIES LONG SHORT			
					344,756.78		

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES

885 Third Avenue  
New York, NY 10022  
(212) 230-2424  
800 334-1343  
Fax (212) 338-4061

**BERNARD L. MADOFF**  
INVESTMENT SECURITIES LLC  
New York  London  
MADE

KATHARINE BROWN TRUST  
STACY MATIAS AND  
MICHAEL MATIAS TRUSTEES  
1722 COCONUT DRIVE FL 34949

Affiliated with  
Madoff Securities International Limited  
12 Berkeley Street  
Mayfair, London W1J 8DT  
Tel 020 7493 6222

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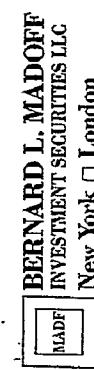
PERIOD ENDING  
11/30/08

YOUR TAX PAYMENT IDENTIFICATION NUMBER  
\*\*\*\*\*3713

YOUR ACCOUNT NUMBER  
1-B0141-3-0

DATE	BOUGHT RECEIVED ON LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				YEAR-TO-DATE SUMMARY		2,403.78	1,826,237.70
				DIVIDENDS CROSS PROCEEDS FROM SALES			

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES



885 Third Avenue  
 New York, NY 10022  
 (212) 230-2424  
 800 354-1543  
 Fax (212) 832-4061

KATHARINE BROWN TRUST  
 STACY MATTHIAS AND  
 MICHAEL MATTHIAS TRUSTEES  
 1722 COCONUT DRIVE  
 FORT PIERCE FL 34949

Affiliated with  
 Madoff Securities International Limited  
 12 Berkeley Street  
 Mayfair, London W1J 8DT  
 Tel 020 7453 6222

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 1

PERIOD ENDING  
 11/30/08

YOUR ACCOUNT NUMBER  
 1-B0141-4-0

YOUR TAX PAYER IDENTIFICATION NUMBER  
 \*\*\*\*\*3713

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12		7	41533	BALANCE FORWARD			18,720.00
11/12		7	45859	S & P 100 INDEX NOVEMBER 460 CALL	15.800		11,053.00
11/19		7	31964	S & P 100 INDEX NOVEMBER 450 PUT	17.800		12,467.00
11/19		7	36289	S & P 100 INDEX DECEMBER 430 CALL	26		18,193.00
11/19		7	40614	S & P 100 INDEX DECEMBER 420 PUT	30		21,007.00
11/19		7	44939	S & P 100 INDEX NOVEMBER 450 PUT	3		2,107.00
				NEW BALANCE			25,893.00
				SECURITY POSITIONS	MKT PRICE		
		7		S & P 100 INDEX DECEMBER 430 CALL	23.300		
		7		S & P 100 INDEX DECEMBER 420 PUT	16.500		
				MARKET VALUE OF SECURITIES			
				LONG			
				11,550.00			
				SHORT			
					16,310.00		

Notice to Purchaser - In the event this check is lost, misplaced or stolen, a sworn statement and 90-day waiting period will be required prior to replacement. This check should be negotiated within 90 days.

## Casher's Check

Customer Claim Pg 13 of 33

Date

OCTOBER 19, 2006

30-1/1140  
NTX

Banking Center

GREENWICH TRUST

7240

\*

Remitter (Purchased By)

1774B 06-2005

Pay

\*\*TWENTY FOUR THOUSAND DOLLARS AND 00 CENTS\*\*

\$

\*\*24000.00\*\*

To  
The  
Order  
Of\*\*BERNARD L MADOFF INVESTMENT SECURITIES\*\*  
\*\*\*\*

Account# 1-B0141-4

Non-Negotiable

Bank of America, N.A.  
San Antonio, Texas

VOID AFTER 90 DAYS

Authorized Signature

Customer Copy  
Retain For Your Records

001641005545



## Casher's Check

No. 0436338

Notice to Purchaser - In the event this check is lost, misplaced or stolen, a sworn statement and 90-day waiting period will be required prior to replacement. This check should be negotiated within 90 days.

Date

JANUARY 23, 2007

30-1/1140  
NTX

Banking Center

GREENWICH TRUST

6338

Remitter (Purchased By)

1774B 06-2005

Pay

\*\*THIRTY FOUR THOUSAND DOLLARS AND 00 CENTS\*\*

\$

\*\*34000.00\*\*

To  
The  
Order  
Of\*\*BERNARD L MADOFF INVESTMENT\*\*  
\*\*SECURITIES, LLC ACT#1B0141-4\*\*Bank of America, N.A.  
San Antonio, Texas

VOID AFTER 90 DAYS

Authorized Signature

Customer Copy  
Retain For Your Records

5545



## Casher's Check

No. 0613067

Notice to Purchaser - In the event this check is lost, misplaced or stolen, a sworn statement and 90-day waiting period will be required prior to replacement. This check should be negotiated within 90 days.

Date

JANUARY 15, 2008

30-1/1140  
NTX

Banking Center

GREENWICH TRUST

1067

Remitter (Purchased By)

1774B 06-2005

Pay

\*\*TWENTY FOUR THOUSAND DOLLARS AND 00 CENTS\*\*

\$

\*\*24000.00\*\*

To  
The  
Order  
Of\*\*BERNARD L. MADOFF\*\*  
\*\*INVESTMENT SECURITIES\*\*

act# 1B0141-4

Non-Negotiable

Authorized Signature

Customer Copy  
Retain For Your Records

5545

Bank of America, N.A.  
San Antonio, Texas

VOID AFTER 90 DAYS

WE HAVE THIS DAY CREDITED YOUR  
ACCOUNT WITH THE FOLLOWING:

10/23/06

CHECK

**CLIENT'S ACCOUNT NUMBER**

1-B0141-3

**BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC  
New York □ London**

885 Third Avenue  
New York, NY 10022  
212 230-2424  
P&S Dept. 212 230-2436  
800 334-1343  
Fax 212 838-4061

WE HAVE THIS DAY CREDITED YOUR  
ACCOUNT WITH THE FOLLOWING:

1/29/07

## CHECK

34,000.00

**CLIENT'S ACCOUNT NUMBER**

KATHARINE BROWN TRUST  
STACY MATHIAS AND  
MICHAEL MATHIAS TRUSTEES  
1722 COCONUT DRIVE  
FORT PIERCE FL 34949

1-B0141-3

**BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC**  
New York □ London

885 Third Avenue  
New York, NY 10022  
212 230-2424  
P&S Dept. 212 230-2436  
800 334-1343  
Fax 212 838-4061

WE HAVE THIS DAY CREDITED YOUR  
ACCOUNT WITH THE FOLLOWING:

1/18/08

**CHECK**

34-000-00

**CLIENT'S ACCOUNT NUMBER**

KATHARINE BROWN TRUST  
STACY MATHIAS AND  
MICHAEL MATHIAS TRUSTEES  
1722 COCONUT DRIVE  
FORT PIERCE FL 34949

08  
MADE

BERNARD L MADOFF INVESTMENT SECURITIES LLC  
Customer Claim Pg 15 of 33

Entered 12/29/09 16:49:21 Exhibit B  
212 230-2424  
800 334-1343  
Fax 212 838-4061

New York  London

WE HAVE THIS DAY DEBITED YOUR  
ACCOUNT WITH THE FOLLOWING:

**4/08/08**

**CW CHECK**

**15,500.00**

CLIENT'S ACCOUNT NUMBER

**1-80141-3**

KATHARINE BROWN TRUST  
STACY MATHIAS AND  
MICHAEL MATHIAS TRUSTEES  
1722 COCONUT DRIVE

FORT PIERCE FL 34949

**MEMO**



**BERNARD L. MADOFF  
INVESTMENT SECURITIES LLC**

New York  London

212 230-2424  
800 334-1343  
Fax 212 838-4061

WE HAVE THIS DAY DEBITED YOUR  
ACCOUNT WITH THE FOLLOWING:

**4/12/08**

**CW CHECK**

**8,000.00**

CLIENT'S ACCOUNT NUMBER

**1-80141-3**

KATHARINE BROWN TRUST  
STACY MATHIAS AND  
MICHAEL MATHIAS TRUSTEES  
1722 COCONUT DRIVE

FORT PIERCE FL 34949

**MEMO**

THIS REPORT IS PROVIDED TO ASSIST YOU IN EVALUATING THE PERFORMANCE OF YOUR ACCOUNT AND SHOULD NOT BE USED FOR INCOME TAX PURPOSES.

KATHARINE BROWN TRUST  
STACY MATHIAS AND  
MICHAEL MATHIAS TRUSTEES  
1722 COCONUT DRIVE  
FORT PIERCE FL 34949

1-B0141-3

STARTING EQUITY FOR CURRENT YEAR	247,551.34CR
CAPITAL ADDITIONS	34,000.00CR
CAPITAL WITHDRAWALS	12,400.00- ✓
REALIZED P/L FOR CURRENT YEAR	30,600.26CR
UNREALIZED P/L ON OPEN SECURITY POSITIONS	
CURRENT CASH BALANCE	.60CR
NET MARKET VALUE OF OPEN SECURITIES POSITIONS	299,751.00 NET LONG
TOTAL EQUITY	299,751.60CR
ANNUALIZED RETURN FOR CURRENT YEAR	11.33 %



**BERNARD L. MADOFF**  
 INVESTMENT SECURITIES LLC  
 New York  London  
**\*\*DUPLICATE\*\* FOR ACCOUNT KATHARINE BROWN Fax (312) 838-4061**  
**1920 PALM BEACH LAKES BLVD**  
**SUITE #204**  
**WEST PALM BEACH FL 33409**

PAGE  
**3**

PERIOD ENDING  
**4/30/04**

YOUR TAX PAYER IDENTIFICATION NUMBER  
**656-02-3713**

YOUR ACCOUNT NUMBER  
**1-B0141-3-0**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
4/06	<b>19,551</b>		86666	FIDELITY SPARTAN U S TREASURY MONEY MARKET CHECK	1 CW DIV	<b>19,551.00</b>	<b>2,805.00</b>
4/15				FIDELITY SPARTAN U S TREASURY MONEY MARKET			<b>19,551.00</b>
4/16			19,551	DIV 04/16/04 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		
4/16	<b>16,750</b>		6287	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1 DIV	<b>16,750.00</b>	
4/19			6587	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1 DIV		
4/19	<b>16,750</b>		20903	DIV 04/19/04 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1 DIV	<b>16,096.00</b>	
4/19	<b>16,096</b>		32159	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1 DIV		
4/30	<b>714</b>		47467	FIDELITY SPARTAN U S TREASURY MONEY MARKET JP MORGAN CHASE & CO	1 DIV	<b>714.00</b>	<b>24.00</b>
4/30				DIV 4/06/04 4/30/04 MORGAN STANLEY			<b>9.73</b>
4/30	<b>35</b>		53005	DIV 4/09/04 4/30/04 FIDELITY SPARTAN U S TREASURY MONEY MARKET	1 DIV	<b>35.00</b>	
				CONTINUED ON PAGE			

*Copy*

TRUST AGREEMENT

THIS AGREEMENT, made this 27<sup>th</sup> day of December, 1988, between ELBERT BROWN and VIOLA BROWN, his wife, domiciled in Palm Beach County, Florida ("Grantors"), and MICHAEL MATHIAS and STACEY MATHIAS, his wife ("Trustees").

WHEREAS, Grantors desire to have the Trustees take title to and hold in trust, upon the terms and subject to the uses and purposes set forth, certain property presently belonging to Grantors, as set forth on Schedule "A" attached hereto and made a part hereof, and to that end have this day transferred to the Trustees said property; and

WHEREAS, additional property may be transferred in the future to the Trustees, such property to be held upon the terms and subject to the uses and purposes set forth;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties agree as follows:

1. During Katherine's Life. All assets received by the Trustees during the lifetime of Grantors' granddaughter, KATHERINE ELIZABETH BROWN, shall be held for KATHERINE'S primary benefit as follows:

(a) Accumulation of Net Income. The Trustees shall accumulate the net income of the trust assets for the benefit of KATHERINE until she attains the age of twenty-one (21) years, and such accumulated income shall be added to the principal of the trust. After KATHERINE attains the age of twenty-one (21), the Trustees may, in their discretion, make distributions to her of the income that is thereafter earned on the trust assets.

(b) Principal. After KATHERINE has attained the age of thirty (30), the Trustees may from time to time distribute to KATHERINE such portions of the principal (including any

accumulated income added thereto) as the Trustees may determine, in their discretion, pursuant to the provisions of Section 4 below.

(c) Right of Withdrawal. Any direct, indirect or deemed transfer to this trust, whether in cash or other property, which is treated as a gift for federal gift tax purposes, shall be subject to a right of withdrawal by KATHERINE in accordance with the following provisions. The maximum amount of any said transfer to this trust which may be withdrawn in any given calendar year shall be an amount which is the greater of Twenty Thousand Dollars (\$20,000.00) or the amount of the gift tax annual exclusion under Sections 2503(b) and 2513 of the Internal Revenue Code of 1954, as amended, or such similar Code provision that may hereafter provide for a gift tax annual exclusion. Immediately after the creation of this trust and immediately after any addition or transfer is made to this trust, the Trustees shall notify KATHERINE in writing of the amount placed in or added to the trust and shall advise KATHERINE of her right of withdrawal. If KATHERINE is a minor or is otherwise under any legal disability, this notification shall be given to her legal guardian. Upon receipt of any such notification from the Trustees, KATHERINE shall have a period of forty-five (45) days thereafter in which to withdraw the amount contributed to this trust, subject to the annual withdrawal limitations hereinabove set forth. If KATHERINE is a minor or is otherwise under any legal disability, her power of withdrawal may be exercised by her legal guardian. To exercise the power of withdrawal provided for herein, KATHERINE or her legal guardian, as the case may be, must send a written notice to the Trustees within forty-five (45) days after receipt of the notification from the Trustees that an amount has been placed in or added to this trust. If the power

to withdraw is not exercised within said forty-five (45) day period, it shall automatically lapse, and the amount contributed to the trust shall no longer be subject to a right to withdraw.

(d) Termination of Trust. When KATHERINE attains the age of thirty-five (35) years (which occurrence is referred to as the "termination date"), all the assets then in the trust shall be distributed outright to her; however, if within thirty (30) days after KATHERINE attains the age of thirty-five (35) years, she shall request in writing the Trustees to do so, the Trustees shall continue this trust until she attains the age of forty-five (45) years (which occurrence shall thereupon become the "termination date").

(e) Distribution at Death. Upon the death of KATHERINE prior to the termination date, the assets then remaining in the trust estate shall be distributed outright per stirpes to KATHERINE'S then living descendants, and if KATHERINE has no then living descendants, said assets shall be held and/or disposed of as provided in Section 3. However, if a descendant of Grantors shall become entitled to the outright distribution of property under the provisions of this Section 1(e), Section 2(c), or Section 3, at a time when such person is less than thirty-five (35) years of age, the property shall not be distributed outright to such person but shall be retained by the Trustees hereunder in trust for such person's primary benefit, all as provided in Section 2.

2. Trust for Descendants of Grantors Less than Thirty-Five (35) Years of Age. All assets directed to be held in trust for the primary benefit of a descendant of Grantors who is less than thirty-five (35) years of age, shall be held as follows:

(a) Income and Principal. The Trustees may pay for the benefit of such person from the trust held for such person's primary benefit such portions of the income [after such

person has attained the age of twenty-one (21)] and such portions of the principal [after such person has attained the age of thirty (30)] as the Trustees may determine, pursuant to the provisions of Section 4 below.

(b) Principal at Age Thirty-Five (35). When any such person, for whose primary benefit property is held in trust hereunder, shall attain the age of thirty-five (35) years, all of the assets remaining in such trust shall be distributed outright to such person.

(c) Distribution at Death. Upon the death of any such person for whose primary benefit property is held in trust hereunder, before attaining the age of thirty-five (35) years, all of the assets remaining in such trust shall be distributed outright per stirpes to such person's then living descendants; in default thereof such assets shall be held and/or distributed as provided in Section 3 below.

(d) Trustees' Discretion Re: Generation-Skipping Transfer. Notwithstanding any other provisions contained in this Trust Agreement, if the Trustees determine that property directed to be held hereunder in trust for the benefit of a person under the age of thirty-five (35) years may, solely on account of the interposition of a trust for the benefit of such beneficiary, cause property distributed from such trust to such beneficiary to be treated as a generation-skipping transfer under Section 2611 of the Internal Revenue Code of 1986, the Trustees are authorized to distribute such property outright to such beneficiary, or the guardian of his or her estate.

3. Distribution to Others. In various provisions of this instrument, the Grantors have directed that assets be held and/or distributed as provided in this Section 3. Upon the happening of the contingency which conditions the disposition of such assets as provided in this Section 3, all such assets shall be held and/or distributed to those persons who would take such

share of this trust (be it KATHERINE'S share or the share of any descendant of KATHERINE, pursuant to Sections 1(e) and 2) under the laws of intestate succession then in effect in the State of Florida.

4. Standards Governing Discretionary Distributions. In this instrument, the Grantors have authorized certain discretionary payments of principal to be made to or for the benefit of designated persons pursuant to Sections 1.(b) and 2.(a) hereof and this Section 4. The Trustees may make such discretionary distributions at such times and in such amounts as in the discretion of the Trustees shall be necessary or appropriate for the health, support and education of such persons at their accustomed standard of living. The Grantors' intention is that such distributions shall not be limited to supplying necessities for such persons, but shall maintain them liberally according to their accustomed standard of living, account being taken of their possible desire for travel, owning a home and all other reasonable desires not clearly out of line with their accustomed standard of living. In addition, there may be paid to or for the benefit of such persons in order to permit them to enter into or continue in business or professional ventures such portions of principal as the Trustees in their discretion may from time to time determine. However, the Trustees, based upon information reasonably available to them, shall make such distributions to any such person for the purposes set forth above only to the extent such person's income, and funds available from others obligated to furnish funds for such purposes, are insufficient in his opinion for such purposes.

Notwithstanding any of the provisions of this instrument, as long as either of the Grantors is living, all discretionary distributions of principal to or for the benefit of

any person authorized to receive such distributions, shall be limited to such distributions as the Trustees deem reasonably required for the health, support and education of such person.

5. Trustees. The Grantors appoint MICHAEL MATHIAS and STACEY MATHIAS, his wife, as Trustees under this instrument. In the event one of the Trustees shall fail to serve for any reason, the remaining Trustee shall serve as sole Trustee. In the event both original Trustees fail to serve, then the Grantors designate Constance I. Brown to serve as successor Trustee.

6. Trustees' Duties and Powers. All the trusts hereunder shall be held subject to the following terms and conditions, and the Trustees shall have, in addition to any other powers granted to the Trustees by law, the following powers:

(a) Investments. The Trustees shall have power to improve, lease for any term or perpetually, rent, sell, exchange, grant and exercise options to buy, any property at any time held hereunder; to invest and reinvest the trust estate in such property, real, tangible or intangible, wheresoever situated or of whatsoever character, as the Trustees in their sole and absolute discretion deem proper, including investments in securities of foreign governments and companies or other entities organized under the laws of foreign countries, and to retain as a proper investment any such property; and to exercise the powers granted in this paragraph (a) without being limited by any statute or judicial decision, whenever enacted or announced, imposing requirements as to assets in which investments may be made or the retention or diversification of investments. The foregoing powers shall include (without limitation of those powers) the power to sell any trust assets to, and/or purchase assets from us, and issue of ours, and/or the estate of any such person, whether or not such person is then acting as a Trustee.

(b) Accumulated Income. Any accumulated income which shall not be paid to the beneficiaries hereunder by virtue of the provisions elsewhere contained herein may be added from time to time by the Trustees to the principal of the trust from which such income derived.

(c) Borrowing. The Trustees shall have power to borrow money for the benefit of any trust, and to pledge or mortgage any part or all of the trust estates as security therefor.

(d) Claims. The Trustees shall have power to arbitrate, defend, enforce, release, or settle any claim of or against any trust.

(e) Voting; Reorganization. The Trustees shall have power to vote, in person or by proxy, upon all securities held as a part of the trust estates; to exercise, buy or sell subscription and conversion rights and participate in reorganizations, recapitalizations, consolidations, mergers, exchanges, foreclosures, liquidations and creditors' and bondholders' agreements.

(f) Apportionment to Income and Principal. The Trustees shall have power to allocate receipts, disbursements, and losses to principal or to income, in accordance with generally accepted accounting practices.

(g) Division and Distribution of Property in Kind. In any cases in which the Trustees are required physically to divide property held in the trust estates into parts, shares or trusts, or to distribute the same, the Trustees may in their discretion make such division or distribution in kind or in money or partly in kind and partly in money, and may allocate dissimilar property and undivided interests in property to different parts, shares or trusts. If necessary to value property to be divided or distributed, it shall be valued at the

then current fair market value. The provisions of this paragraph shall not apply to distributions pursuant to Section 1, paragraph (c).

(h) Assets May Be Held Collectively. All the assets held in trust for the primary benefit of any one person shall constitute a separate trust, and all such assets shall be administered and accounted for as a separate trust. Notwithstanding, however, all the assets in the several trusts may be held collectively for all the beneficiaries with no physical division thereof into trusts until such time as distribution is actually made by the Trustees.

(i) Nominee. The Trustees may take and hold all securities or other personal property in bearer form, in the name of the Trustees, or in the name of a nominee, with or without disclosing any fiduciary relationship, but the Trustees shall be liable for any wrongful act of their nominee with respect to such assets.

(j) Employment of Agents. The Trustees are authorized to employ and pay reasonable compensation to agents and attorneys. The foregoing authority shall include, without limitation thereof, the power to authorize any person or persons to withdraw funds from any bank account maintained by the trusts and/or to have access to any safe deposit box maintained by the trusts.

(k) Instruments. The Trustees are authorized to execute and deliver all necessary or proper deeds or other instruments.

(l) Distribution to Minors and Incapacitated Persons. During the minority or incapacity of any beneficiary hereunder, the Trustees are authorized, in their discretion, to pay any sum distributable to such beneficiary, without liability to the Trustees, by paying the sum to such beneficiary or to any person whomsoever for the use and benefit of such beneficiary,

whether or not such person shall be the guardian of such beneficiary. The provisions of this paragraph shall not apply to distributions pursuant to Section 1, paragraph (c).

(m) Nonliability of Purchasers and Lenders. No purchaser from nor lender to the Trustees need see to the application of the purchase or loan money to the purposes of the trust estates, but the receipt of the Trustees shall be a complete discharge to any such person.

(n) Books of Account. The Trustees shall keep full books of account showing the condition of each trust, which shall be open at all reasonable times to the inspection of the respective beneficiaries of said trusts.

(o) Holding and Transferring Real Estate. The Trustees shall have power to take, hold and convey title to real estate or interests therein in the name of the Trustees or in the name of the nominee of the Trustees without disclosing the trusts; and in accepting title to the real estate neither the Trustees nor the nominee shall be held to have assumed the payment of any encumbrances thereon. All conveyances executed and delivered by the Trustees or the nominee shall be without covenants of warranty except as against their own acts.

(p) Exculpatory Provision. The Trustees shall not be personally liable upon any contract or indebtedness of or claims against said trust estates or upon a mortgage, trust deed, note or other instrument executed under the provisions hereof.

(q) Protection on Distributions. The Trustees shall be protected in continuing to make distributions of income or principal until the Trustees shall have actual knowledge of the happening of an event such as attainment of a certain age, death or other occurrence which would affect such distributions.

(r) Nonliability of Successor Trustees for Acts of Predecessor. Any successor Trustees may accept and rely upon any accounting made by or on behalf of any predecessor Trustees

hereunder, and any statement or representation made by any predecessor Trustees as to the assets comprising the trust estates or as to any other fact bearing upon the prior administration of the trusts. Successor Trustees shall not be liable for having accepted and relied upon such accounting, statement or representation if it is later proved to be incomplete, inaccurate or untrue. Successor Trustees shall not be liable for any act or omission of any other Trustees, nor have a duty to enforce any claims against any predecessor Trustees on account of any such act or omission.

(s) Protective Provision. No interest in income or principal shall be alienated, encumbered or otherwise disposed of by any beneficiary while in the possession and control of the Trustees, and if any beneficiary should attempt to alienate, encumber or dispose of all or part of the income or grants of principal before the same has been delivered by the Trustees, or if by reason of bankruptcy or insolvency or any attempted execution, levy, attachment or seizure of any assets remaining in the hands of the Trustees under claims of creditors or otherwise, all or any part of such income or principal might fail to be enjoyed personally by any beneficiary or might vest in or be enjoyed by some other person, then such interest shall terminate. Thereafter, the Trustees may pay to or for the benefit of such beneficiary and/or her descendants such income or principal comprising such interest as the Trustees in their discretion shall deem proper until such beneficiary dies. Thereupon, the trust estates or part affected shall be held or distributed as provided for disposition upon the death of such beneficiary; if not provided, distribution shall be to such persons as would take and in the proportions they would take such beneficiary's estate under the Florida laws of descent and distribution then in effect. The provisions of this paragraph shall not apply to the provisions of Section 1, paragraph (c).

(t) Anti-Perpetuities Clause. This instrument shall not be construed as postponing the distribution of any trust hereunder beyond the period of twenty-one (21) years less one day from the date of the death of the last survivor of us and our descendants presently in being. Upon the expiration of such period, the assets of each trust then being held hereunder shall be paid to its current income beneficiary, or to the person who would have been such beneficiary except for the operation of the immediately preceding Section 6, paragraph (s).

7. Add Property; Trust is Irrevocable. The Grantors reserve the right, for ourselves and other persons, to add other property to this trust by making lifetime, testamentary or other transfers of property to the Trustees. The Grantors reserve no right to amend or revoke this instrument.

8. Florida Law Controls. The validity, effect, and interpretation of this instrument and of the property interests herein created shall be controlled by the laws of the State of Florida.

9. Definitions. Where necessary or appropriate to the meaning hereof, the masculine shall be deemed to include the feminine and neuter, and vice versa. "Descendants" and words of similar purport shall include any child adopted by KATHERINE but no other persons who are adopted. A person in gestation, which person is later born alive, shall be regarded in this instrument as a person in being during the period of gestation.

10. Non-Productive or Underproductive Property. The Trustees are authorized to hold underproductive assets that are part of the trust estate, including the original principal of the trust, and to pay the cost of carrying that property from income. No distributions are to be made in lieu of income from that property, no income is to be charged against the proceeds of that property and all net proceeds are to be treated as principal. In addition, the Trustees are authorized to place any part or all of

the property of the trust in cash or underproductive real or underproductive personal property, and to retain that property for whatever period the Trustees shall think best. The cost of carrying that property may be paid from income or principal in the discretion of the Trustees. No distributions are to be made in lieu of income from that property, no income is to be charged against the proceeds of that property and all net proceeds are to be treated as principal. The application of Section 738.12, Florida Statutes, is hereby specifically waived.

11. Counterparts. This Trust Agreement may be executed in multiple counterparts, any one of which shall be considered an original.

IN WITNESS WHEREOF, the parties hereto have signed their names to this Trust Agreement on the day and year first above written.

Signed, sealed and delivered  
in the presence of:

Carolyn King Elbert Brown (SEAL)  
Carolyn King  
As to Elbert Brown  
ELBERT BROWN

Carolyn King Viola Brown (SEAL)  
Carolyn King  
As to Viola Brown  
VIOLA BROWN

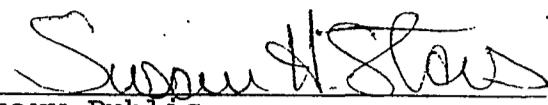
Sai A. Wiley Michael Mathias (SEAL)  
Sai A. Wiley  
As to Michael Mathias  
MICHAEL MATHIAS

Sai A. Wiley Stacey Mathias (SEAL)  
Sai A. Wiley  
As to Stacey Mathias  
STACEY MATHIAS

STATE OF FLORIDA )  
:SS.  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared ELBERT BROWN and VIOLA BROWN, his wife, as Grantors, to me well known and known to me to be the individuals described in and who executed the foregoing instrument, and acknowledged before me that they executed the same for the purposes therein described.

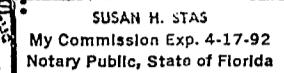
WITNESS my hand and official seal this 27th day of  
November, 1988.

  
Susan H. Stas  
Notary Public

(NOTARY SEAL)



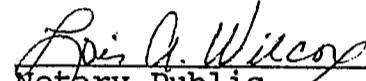
My Commission Expires:



STATE OF Florida ) :SS.  
COUNTY OF Madison )

BEFORE ME, the undersigned authority, personally appeared MICHAEL MATHIAS and STACEY MATHIAS, his wife, as Trustees, to me well known and known to me to be the individuals described in and who executed the foregoing instrument, and acknowledged before me that they executed the same for the purposes therein described.

WITNESS my hand and official seal this 27 day of  
December, 1988.

  
Lois A. Wilcox  
Notary Public

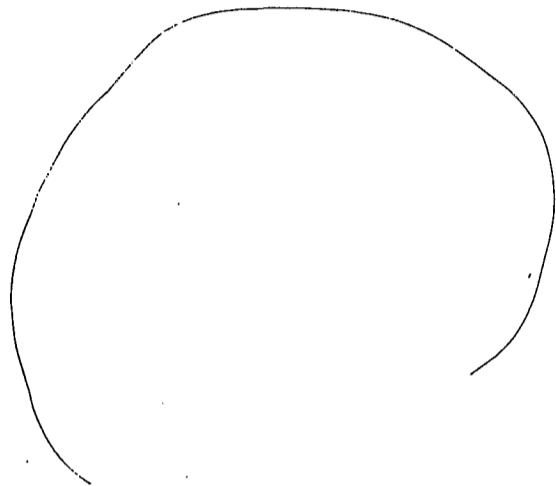
(NOTARY SEAL)

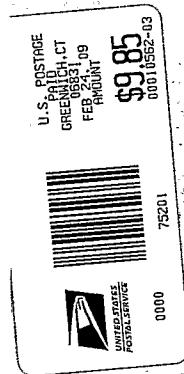
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP OCT 20, 1989  
BONDED THRU GENERAL INS. UND

SCHEDULE "A"

\$20,000.00 by check dated December \_\_\_\_\_, 1988.





RETURN RECEIPT  
REQUESTED

**BP** Brown Paper Company  
67 Holly Hill Lane  
Greenwich, Connecticut 06830

RETURN RECEIPT  
REQUESTED

Irving H. Picard, Esq.  
Trustee for Bernard L. Madoff  
Investment Securities LLC  
Claims Processing Center  
2100 McKinney Ave., Suite 800  
Dallas, TX 75201

RECEIPT  
REQUESTED



Label 107R, January 2008